

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

NATIONAL STARCH AND CHEMICAL  
INVESTMENT HOLDING  
CORPORATION, PENFORD  
AUSTRALIA LTD., and PENFORD  
HOLDINGS PTY,

Plaintiffs,

v.

CARGILL, INC. and  
MGP INGREDIENTS, INC.,

Defendants.

C.A. No. 04-1443-GMS

**[PROPOSED] ORDER GRANTING  
CARGILL, INC. AND MGP INGREDIENTS, INC.'S  
MOTION FOR LEAVE TO FILE FIRST  
AMENDED ANSWERS AND COUNTERCLAIMS**

**AND NOW**, the Court, having considered the issues raised in Cargill, Inc. and MGP Ingredients, Inc.'s Motion for Leave to File First Amended Answers and Counterclaims and any response thereto;

**IT IS HEREBY ORDERED** that the Motion is GRANTED. The Amended Complaints and Counterclaims attached as Exhibit A to Defendants' Motion are deemed filed upon entry of this Order.

**SO ORDERED**, this \_\_\_\_\_ day of February 2006.

\_\_\_\_\_  
United States District Court Judge